

RECORDATION NO. 29288 FILED

MAY 13 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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May 13, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 8-8479

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: National Silicates
429 Kipling Ave
Toronto, Ontario
Canada M8Z 5C7]

Section Chief
May 13, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

16 railcars: SHPX 432484 - SHPX 432499.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W Alvord

RWA/sem
Encl.

MAY 13 '10 -9 00 AM

MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, ARL Fifth LLC and Shippers Third LLC, all with respect to National Silicates, a Ontario Canada Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Contract as identified on Schedule A** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks **SHPX and/or ACFX**

Schedule A

Equipment

National Silicates

Contract 8-8479 dtd 2/8/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432484
	Hopper	SHPX	432485
	Hopper	SHPX	432486
	Hopper	SHPX	432487
	Hopper	SHPX	432488
	Hopper	SHPX	432489
	Hopper	SHPX	432490
	Hopper	SHPX	432491
	Hopper	SHPX	432492
	Hopper	SHPX	432493
	Hopper	SHPX	432494
	Hopper	SHPX	432495
	Hopper	SHPX	432496
	Hopper	SHPX	432497
	Hopper	SHPX	432498
	Hopper	SHPX	432499

16

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 5/13/10



Robert W Alvord